

FAQs – Technip Energies Spin-off

Disclaimer

This document is not a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017.

A prospectus drawn up in English, which includes a summary in French, was approved by the Dutch Financial Market Authority (Autoriteit Financiële Markten) on February 9, 2021, and is available on the websites of TechnipFMC and Technip Energies.

TechnipFMC shareholders are invited to refer to the content of the [prospectus](#) for more details regarding the Spin-off.

What was the Spin-off?

- The Spin-off was the method by which Technip Energies separated from TechnipFMC and became a separate publicly traded company on February 16, 2021.
- In the Spin-off, TechnipFMC distributed to holders of TechnipFMC shares at 17:00 New York time, on February 17, 2021 (the “Record Date”), a approximately 50.1% of the Technip Energies shares.
- TechnipFMC retained a 49.9% ownership interest in Technip Energies at the time of separation, but intends to significantly reduce its shareholding in Technip Energies over the 18 months following the Spin-off.
- As of April 27, 2021, we have reduced our ownership interest to approximately 31% of Technip Energies’ share capital through sale transactions that have occurred subsequent to the Spin-off.

Why was the separation of Technip Energies structured as a Spin-off?

- A stock dividend in the form of Technip Energies shares was a simple and efficient way to ensure that all shareholders benefit from the value created by the two companies’ compelling and distinct investment profiles.

How did the Spin-off affect the trading in the shares of TechnipFMC?

- The last day of trading of TechnipFMC shares that included the right to receive Technip Energies shares on the New York Stock Exchange (“NYSE”) and Euronext Paris stock exchange (“Euronext Paris”) was February 12, 2021 and February 15, 2021, respectively (NYSE was closed February 15, 2021).
- On February 16, 2021, TechnipFMC distributed to each TechnipFMC shareholder one Technip Energies share for every five TechnipFMC shares held on the Record Date of February 17, 2021. In order to hold TechnipFMC shares on the Record Date, investors must have purchased them no later than on February 12, 2021 on NYSE or February 15, 2021 on Euronext Paris. The number of Technip Energies shares you received was rounded down to the nearest whole number, and you were compensated for any fractional shares by a balancing cash payment made by your financial intermediary.
- TechnipFMC shares commenced trading ex-dividend on NYSE and Euronext Paris on February 16, 2021.
- The number of TechnipFMC shares owned by each shareholder did not change as a result of the Spin-off.

When did trading in Technip Energies shares commence and how were the Technip Energies shares delivered?

- Trading in Technip Energies shares began on Euronext Paris at 09:00 Paris time on February 16, 2021 initially on an if-and-when-delivered basis with delivery on February 23, 2021.
- Technip Energies shares are listed under the symbol “TE” on Euronext Paris and under the International Securities Identification Number (ISIN) of NL0014559478.
- In addition, Technip Energies established a sponsored American Depositary Receipts (“ADRs”) in the United States as of February 23, 2021. The details of the ADR program are available on the relevant registration statement on [Form F-6](#) filed with the Securities and Exchange Commission on [www.sec.gov](#).

What is the cost basis for my shares in Technip Energies for U.S. federal income tax purposes?

- The Fair Market Value (“FMV”) for the shares of Technip Energies on February 16, 2021 (the distribution date) was €12.67 per share. This value was calculated as the volume-weighted average trading price for the shares on the first day of trading. The U.S. dollar equivalent was \$15.33 using the exchange rate of 1.21 at the close of business on the same date.
- The U.S. dollar equivalent of \$15.33 is also the FMV for ADR shares.
- The FMV of the distribution, including any fractional shares deemed received and any Technip Energies shares withheld on account of any applicable withholding taxes, will serve as the cost basis for the Technip Energies shares and will be provided on a Form 1099-DIV to be issued for the taxable year of the Distribution (2021).

What tax treatment applies to the stock dividend in the form of Technip Energies shares?

- The material tax consequences of the Spin-off for TechnipFMC shareholders are described in the Prospectus.
- Investors are urged to consult their own tax advisors with respect to the tax consequences of the distribution and ownership and disposition of Technip Energies shares.
- For TechnipFMC shareholders that are French tax residents, the Spin-off is treated as a taxable distribution of dividend. In particular, TechnipFMC shareholders with France as their tax residence will be subject to a 12.8% non-final withholding tax on account of income tax as well as 17.2% social contributions, corresponding to a total of 30% of the gross amount of distributed income. As the case may be, the paying agent was allowed to sell the number of Technip Energies shares necessary to pay the applicable taxes and social contributions.
- For U.S. federal income tax purposes:
 - An amount equal to the FMV of the Technip Energies shares received by a TechnipFMC shareholder in the Distribution (including any fractional shares deemed received and any Technip Energies shares withheld on account of any applicable withholding taxes) will be treated as a taxable dividend to the extent of such TechnipFMC shareholder's ratable share of the Company's current and accumulated earnings and profits for the taxable year of the Distribution (2021).
 - To the extent that the FMV of such Technip Energies shares (and fractional shares deemed received and any Technip Energies shares withheld on account of any applicable withholding taxes) exceeds such TechnipFMC shareholder's ratable share of such earnings and profits, any such excess will be treated first as a non-taxable return of capital to the extent of such TechnipFMC shareholder's tax basis in TechnipFMC shares and thereafter as capital gain recognized on a sale or exchange of such shares.

- It is anticipated that any amount treated as a dividend will be treated as a “qualified” distribution.
- If the entire amount of the distribution is treated as a taxable dividend distribution, there will be no adjustment made to the cost basis of the shareholder’s ownership stake in TechnipFMC and no issuance of a Form 8937 related to the Spin-off.

Important information for investors and securityholders

Forward-looking statements

This document contains “forward-looking statements” as defined in Section 27A of the United States Securities Act of 1933, as amended, and Section 21E of the United States Securities Exchange Act of 1934, as amended. Words such as “expect,” “plan,” “intend,” “would,” “will,” and similar expressions are intended to identify forward-looking statements, which are generally not historical in nature. Such forward-looking statements involve significant risks, uncertainties and assumptions that could cause actual results to differ materially from our historical experience and our present expectations or projections. For information regarding known material factors that could cause actual results to differ from projected results, please see our risk factors set forth in our filings with the U.S. Securities and Exchange Commission, which include our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K, our filings with the Autorité des marchés financiers, as well as the following:

- risks associated with the impact or terms of the Spin-off;
- risks associated with the benefits and costs of the Spin-off, including the risk that the expected benefits of the Spin-off will not be realized within the expected time frame, in full or at all;
- the expected tax treatment of the Spin-off, including as to shareholders in France, in the United States or in other countries; and
- changes in the shareholder bases of TechnipFMC and Technip Energies, and volatility in the market prices of their respective shares, including the risk of fluctuations in the market price of Technip Energies’ shares as a result of substantial sales by TechnipFMC of its interest in Technip Energies.

We caution you not to place undue reliance on any forward-looking statements, which speak only as of the date hereof. We undertake no obligation to publicly update or revise any of our forward-looking statements after the date they are made, whether as a result of new information, future events or otherwise, except to the extent required by law.